

SO ORDERED: December 2, 2013.



A handwritten signature in black ink, reading "Basil H. Lorch III". The signature is written in a cursive, flowing style.

Basil H. Lorch III
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
NEW ALBANY DIVISION

IN RE:)	Chapter 11
)	
EASTERN LIVESTOCK CO., LLC,)	Case No. 10-93904-BHL-11
)	
Debtor.)	Hon. Basil H. Lorch III

**ORDER GRANTING THIRD INTERIM APPLICATION OF
KROGER, GARDIS & REGAS, LLP FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES AS COUNSEL FOR JAMES A. KNAUER, CHAPTER 11 TRUSTEE**

This matter came before the Court on the *Third Interim Application Of Kroger, Gardis & Regas, LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #2400] ("Application") filed by Kroger, Gardis & Regas, LLP on October 24, 2013 and objections filed by (A) Alton Darnell, East Tennessee Livestock Center, Inc., Moseley Cattle Auction, LLC, Piedmont Livestock Company, Inc., and Southeast Livestock Exchange, LLC, [Docket No. 2409] ("Bluegrass Objection"); (B) CPC Livestock, LLC, Alabama Livestock Auction, Inc., Sealy And Sons Livestock, LLP, Ashville Stockyard, Inc., Athens Stockyard, LLC, Billingsley Auction Sale, Inc., Carroll County Livestock Sales Barn, Inc., E4 Cattle Co.,

LLC, Ed Edens, Macon Stockyards, Inc., Edwin A. Strickland d/b/a Strickland Farms, Robert Rawls d/b/a Robert Rawls Livestock, Peoples Livestock Auction, Inc., Ernie Elder, Vernon Inman, 2Z Cattle, and Glen Franklin [Docket No. 2410] ("Livestock Creditors' Objection") and (C) Fifth Third Bank [Docket No. 2412] ("Bank Objection" together with the Bluegrass Objection and the Livestock Creditors' Objection - the "Objections"). The Court, having reviewed the Application, the Objections and the arguments of counsel at a hearing held on November 18, 2013, and being otherwise sufficiently advised, now GRANTS the Application. Accordingly,

IT IS HEREBY ORDERED:

1. Except as Ordered below, the Objections are overruled in their entirety.
2. The Court hereby approves and allows interim compensation for attorneys' fees in the amount of \$246,132.50 plus reimbursement for out-of-pocket expenses incurred in the amount of \$1,919.43; and contingent fee in the amount of \$73,756.26 for a total of \$321,808.19 to Kroger, Gardis & Regas, LLP for the period March 1, 2013 through and including August 31, 2013.
3. The Trustee is authorized and ordered to pay 80% of the fees and 100% of the expenses allowed by this Order from the Trustee's operating account to Kroger, Gardis & Regas, LLP, subject to available funds. Payment of the remaining 20% of fees allowed by this Order shall await the further Order of the Court approving a final fee application filed by or on behalf of Kroger, Gardis & Regas, LLP.

4. The Court reaffirms its approval of the agreement of the Trustee on behalf of himself and his professionals with Fifth Third Bank that all subsequent approvals of fees and expenses shall include a 20% holdback from the payment of the approved fees with payment of the holdback on the further Order of the Court approving final fee applications filed on or behalf of the Trustee and his professionals.

5. Nothing in this Order shall affect the terms and conditions of the confirmed Plan or the Order confirming the Plan related to the payment of administrative claims and professional fees and expenses in this Chapter 11 Case.

6. The Trustee and his counsel are directed to prepare and file a status report regarding distributions to be made pursuant to the confirmed plan within thirty (30) days of the date of this order.

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